UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

CA, INC. SHAREHOLDERS' DERIVATIVE LITIGATION EMPLOYEE OPTION ACTION	Civil Action No. 06-5026 (TCP) (ETB)
THIS DOCUMENT RELATES TO: All Actions	

ORDER AND FINAL JUDGMENT

A Hearing (the "Hearing") having been held before this Court on May 9, 2008, pursuant to this Court's Preliminary Order in Connection with Settlement Proceedings, dated March ~~29~~ 18, 2008 (the "Preliminary Approval Order"), on the Settlement set forth in the Stipulation and Agreement of Settlement of Derivative Litigation, dated as of February 15, 2008 (the "Stipulation"), and on the application for an award of attorneys' fees and expenses to the Co-Lead Plaintiffs as set forth in the Stipulation (the "Fee Application"); and due and sufficient notice of the Hearing was given in accordance with the Preliminary Approval Order; the respective parties having appeared by their respective attorneys, and such attorneys having been heard; ["no person or entity having objected" or "all persons objecting having been heard in opposition"] to the Settlement and the Fee Application; the Court having heard and considered the matters, including all papers filed in connection therewith and the oral presentations of counsel; and the Court having made its findings of fact and conclusions of law as set forth below:

IT IS ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

1. Capitalized terms used herein and not otherwise defined shall have the same meaning as set forth in the Stipulation.

2. This Court has subject matter jurisdiction over the Derivative Action and personal jurisdiction over the parties.

3. This action is properly maintained as a derivative action under Rule 23.1 of the Federal Rules of Civil Procedure on behalf of CA, Inc. ("CA"), and Irving Rosenzweig and Bert Vladimir are appropriate derivative plaintiffs.

4. The form and manner of notice given to CA shareholders, as previously approved preliminarily by the Court in the Preliminary Approval Order, are hereby determined to have been the best notice practicable under the circumstances and constitute due and sufficient notice to all persons entitled to receive such notice in compliance with the provisions of Rule 23.1 of the Federal Rules of Civil Procedure and the requirements of due process. A full opportunity has been offered to CA shareholders to object to the Settlement and the Fee Application and to participate in the Hearing.

5. The Settlement is approved as fair, reasonable and adequate and in the best interests of CA and its shareholders, and shall be consummated in accordance with the terms and conditions of the Stipulation.

6. The Derivative Action is hereby dismissed with prejudice.

7. The Co-Lead Plaintiffs, all current and former CA shareholders and CA, on their own behalf and on behalf of their respective predecessors, successors, affiliates, heirs, agents, executors, administrators and assigns, and any persons they represent, are hereby permanently barred and enjoined from prosecuting the Claims against the Released Parties, including, without limitation, any claim relating to the parties' entry into the Settlement.

8. The Settling Individual Defendants, on their own behalf and on behalf of their respective predecessors, successors, affiliates, heirs, agents, executors, administrators and

assigns, and any persons they represent, are hereby permanently barred and enjoined from prosecuting the Claims against the Co-Lead Plaintiffs and their respective predecessors, successors, affiliates, officers, attorneys, agents, insurers and assigns, and CA, including, without limitation, any claim relating to the parties' entry into the Settlement.

9. The Claims are hereby compromised, settled, released, discharged and dismissed with prejudice as against the Released Parties, the Co-Lead Plaintiffs and their respective predecessors, successors, affiliates, officers, attorneys, agents, insurers and assigns.

10. Each of the Released Parties is discharged from all claims, however styled, whether for indemnification, contribution or otherwise, based upon, arising out of or relating to the Claims which have been or may be asserted by or on behalf of any Non-Settling Defendant or any Settling Individual Defendant, whether arising under federal, state or common law. The Non-Settling Defendants and the Settling Individual Defendants are hereby permanently barred, enjoined and restrained from prosecuting any such claim against any of the Released Parties.

11. Neither this Order and Final Judgment, nor the Stipulation, nor any of its terms and provisions, nor any of the negotiations or proceedings connected with it, nor any of the documents or statements referred to therein, shall be:

(a) offered or received against the Defendants as evidence of or construed as or deemed to be evidence of (i) any presumption, concession or admission by any of the Defendants with respect to the truth of any fact alleged by the Co-Lead Plaintiffs or the validity of any of the Claims, (ii) the deficiency of any defense that was or could have been asserted in the Derivative Action, (iii) any liability, negligence, fault or wrongdoing of the Defendants, (iv) a presumption, concession or admission of any fault, misrepresentation or omission with respect to any statement or written document approved or made by any Defendant, (v) a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against the Defendants, in any other civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation, or (vi) an admission or concession that the consideration to be given under the terms of the Stipulation represents the consideration which could be or would have been recovered after trial; and

(b) offered or received against the Co-Lead Plaintiffs as evidence of or construed as or deemed to be evidence of (i) any presumption, concession or admission by any of the Co-Lead Plaintiffs of any infirmity in the Claims, (ii) a presumption, concession or admission with respect to any liability, negligence, fault or wrongdoing, or in any way referred to for any other reason as against the Co-Lead Plaintiffs, in any other civil, criminal or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation, or (iii) an admission or concession that the consideration to be given under the terms of the Stipulation represents the consideration which could be or would have been recovered after trial.

12. The Fee Application is granted and the Co-Lead Plaintiffs are hereby awarded $1 million as and for their fair and reasonable attorneys' fees and expenses. Payment of this award of attorneys' fees and expenses shall be made in accordance with the provisions of the Stipulation.

13. Jurisdiction is hereby retained for all matters relating to the Derivative Action, including the interpretation, effectuation or enforcement of the Stipulation, the Settlement and this Order and Final Judgment.

14. There is no reason for delay in the entry of this Order and Final Judgment, and immediate entry by the Clerk of the Court is directed ~~pursuant to Rule 54(b) of the Federal Rules of Civil Procedure~~.

TCP

SO ORDERED.

Dated: May 9, 2008
Central Islip, New York

THE HONORABLE THOMAS C. PLATT
UNITED STATES DISTRICT JUDGE